

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:	)	Chapter 11
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GENON ENERGY, INC.,	)	Case No. 17-33695
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Debtor.	)	
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Tax I.D. No. 76-0655566	)	
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In re:	)	Chapter 11
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GENON AMERICAS GENERATION, LLC,	)	Case No. 17-33696
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Debtor.	)	
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Tax I.D. No. 51-0390520	)	
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In re:	)	Chapter 11
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GENON AMERICAS PROCUREMENT, INC.,	)	Case No. 17-33694
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Debtor.	)	
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Tax I.D. No. 58-2588980	)	
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In re:	)	Chapter 11
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GENON ASSET MANAGEMENT, LLC,	)	Case No. 17-33697
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Debtor.	)	
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Tax I.D. No. 46-0471966	)	
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In re:	)	Chapter 11
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GENON CAPITAL INC.,	)	Case No. 17-33698
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Debtor.	)	
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Tax I.D. No. 51-0410053	)	
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In re:	)	Chapter 11
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GENON ENERGY HOLDINGS, INC.,	)	Case No. 17-33699
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Debtor.	)	
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Tax I.D. No. 20-3538156	)	
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In re:	)	Chapter 11
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GENON ENERGY MANAGEMENT, LLC,	)	Case No. 17-33700
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Debtor.	)	
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Tax I.D. No. 52-2321163	)	
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In re:	)	Chapter 11
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GENON ENERGY SERVICES, LLC,	)	Case No. 17-33701
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Debtor.	)	
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Tax I.D. No. 56-2368220	)	
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In re:	)	Chapter 11
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GENON FUND 2001 LLC,	)	Case No. 17-33702
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Debtor.	)	
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Tax I.D. No. 22-3850936	)	
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In re:	)	Chapter 11
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GENON MID-ATLANTIC DEVELOPMENT,	)	Case No. 17-33703
LLC,	)	
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Debtor.	)	
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Tax I.D. No. 58-2619458	)	
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In re:	)	Chapter 11
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GENON POWER OPERATING SERVICES	)	Case No. 17-33704
MIDWEST, INC.,	)	
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Debtor.	)	
	)	
Tax I.D. No. 52-2203718	)	
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In re:	)	Chapter 11
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GENON SPECIAL PROCUREMENT, INC.,	)	Case No. 17-33705
	)	
Debtor.	)	
	)	
Tax I.D. No. 58-2628316	)	
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In re:	)	Chapter 11
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HUDSON VALLEY GAS CORPORATION,	)	Case No. 17-33706
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Debtor.	)	
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Tax I.D. No. 13-4133279	)	
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In re:	)	Chapter 11
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MIRANT ASIA-PACIFIC VENTURES, LLC,	)	Case No. 17-33707
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Debtor.	)	
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Tax I.D. No. 58-2271770	)	
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In re:	)	Chapter 11
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MIRANT INTELLECTUAL ASSET	)	Case No. 17-33708
MANAGEMENT AND MARKETING, LLC,	)	
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Debtor.	)	
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Tax I.D. No. 01-0713248	)	
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In re:	)	Chapter 11
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MIRANT INTERNATIONAL	)	Case No. 17-33709
INVESTMENTS, INC.,	)	
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Debtor.	)	
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Tax I.D. No. 58-2221577	)	
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In re:	)	Chapter 11
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MIRANT NEW YORK SERVICES, LLC,	)	Case No. 17-33710
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Debtor.	)	
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Tax I.D. No. (N/A)	)	
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In re:	)	Chapter 11
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MIRANT POWER PURCHASE, LLC,	)	Case No. 17-33711
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Debtor.	)	
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Tax I.D. No. 90-0008747	)	
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In re:	)	Chapter 11
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MIRANT WRIGHTSVILLE INVESTMENTS,	)	Case No. 17-33712
INC.	)	
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Debtor.	)	
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Tax I.D. No. 58-2565073	)	
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In re:	)	Chapter 11
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MIRANT WRIGHTSVILLE MANAGEMENT,	)	Case No. 17-33713
INC.	)	
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Debtor.	)	
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Tax I.D. No. 58-2565102	)	
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In re:	)	Chapter 11
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MNA FINANCE CORP.,	)	Case No. 17-33714
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Debtor.	)	
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Tax I.D. No. 20-3958481	)	
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In re:	)	Chapter 11
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NRG AMERICAS, INC.,	)	Case No. 17-33715
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Debtor.	)	
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Tax I.D. No. 58-2042323	)	
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In re:	)	Chapter 11
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NRG BOWLINE LLC,	)	Case No. 17-33716
	)	
Debtor.	)	
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Tax I.D. No. 58-2439347	)	
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In re:	)	Chapter 11
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NRG CALIFORNIA NORTH LLC,	)	Case No. 17-33717
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Debtor.	)	
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Tax I.D. No. 58-2439965	)	
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In re:	)	Chapter 11
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NRG CALIFORNIA SOUTH GP LLC,	)	Case No. 17-33718
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Debtor.	)	
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Tax I.D. No. 27-4426730	)	
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In re:	)	Chapter 11
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NRG CALIFORNIA SOUTH LP,	)	Case No. 17-33719
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Debtor.	)	
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Tax I.D. No. 27-4427014	)	
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In re:	)	Chapter 11
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NRG CANAL LLC,	)	Case No. 17-33720
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Debtor.	)	
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Tax I.D. No. 58-2415569	)	
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In re:	)	Chapter 11
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NRG DELTA LLC,	)	Case No. 17-33721
	)	
Debtor.	)	
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Tax I.D. No. 58-2441669	)	
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In re:	)	Chapter 11
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NRG FLORIDA GP, LLC,	)	Case No. 17-33722
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Debtor.	)	
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Tax I.D. No. 27-4426639	)	
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In re:	)	Chapter 11
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NRG FLORIDA LP,	)	Case No. 17-33723
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Debtor.	)	
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Tax I.D. No. 74-2931711	)	
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In re:	)	Chapter 11
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NRG LOVETT DEVELOPMENT I LLC,	)	Case No. 17-33724
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Debtor.	)	
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Tax I.D. No. 35-2486327	)	
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In re:	)	Chapter 11
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NRG LOVETT LLC,	)	Case No. 17-33725
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Debtor.	)	
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Tax I.D. No. 58-2439345	)	
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In re:	)	Chapter 11
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NRG NEW YORK LLC,	)	Case No. 17-33726
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Debtor.	)	
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Tax I.D. No. 26-0870144	)	
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In re:	)	Chapter 11
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NRG NORTH AMERICA LLC,	)	Case No. 17-33727
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Debtor.	)	
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Tax I.D. No. 20-4514609	)	
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In re:	)	Chapter 11
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NRG NORTHEAST GENERATION, INC.,	)	Case No. 17-33728
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Debtor.	)	
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Tax I.D. No. 76-0639817	)	
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In re:	)	Chapter 11
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NRG NORTHEAST HOLDINGS, INC.,	)	Case No. 17-33759
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Debtor.	)	
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Tax I.D. No. 51-0399148	)	
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In re:	)	Chapter 11
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NRG POTRERO LLC,	)	Case No. 17-33729
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Debtor.	)	
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Tax I.D. No. 58-2441671	)	
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In re:	)	Chapter 11
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NRG POWER GENERATION ASSETS LLC,	)	Case No. 17-33730
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Debtor.	)	
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Tax I.D. No. 27-4426390	)	
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In re:	)	Chapter 11
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NRG POWER GENERATION LLC,	)	Case No. 17-33731
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Debtor.	)	
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Tax I.D. No. 27-4426207	)	
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In re:	)	Chapter 11
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NRG POWER MIDWEST GP LLC,	)	Case No. 17-33732
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Debtor.	)	
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Tax I.D. No. 27-4426833	)	
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In re:	)	Chapter 11
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NRG POWER MIDWEST LP,	)	Case No. 17-33733
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Debtor.	)	
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Tax I.D. No. 52-2201498	)	
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In re:	)	Chapter 11
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NRG SABINE (DELAWARE), INC.,	)	Case No. 17-33734
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Debtor.	)	
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Tax I.D. No. 52-2067701	)	
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In re:	)	Chapter 11
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NRG SABINE (TEXAS), INC.,	)	Case No. 17-33735
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Debtor.	)	
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Tax I.D. No. 76-0555452	)	
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In re:	)	Chapter 11
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NRG SAN GABRIEL POWER GENERATION	)	Case No. 17-33736
LLC,	)	
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Debtor.	)	
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Tax I.D. No. 38-3770370	)	
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In re:	)	Chapter 11
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NRG TANK FARM LLC,	)	Case No. 17-33737
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Debtor.	)	
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Tax I.D. No. 26-1805302	)	
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In re:	)	Chapter 11
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NRG WHOLESale GENERATION GP LLC,	)	Case No. 17-33738
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Debtor.	)	
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Tax I.D. No. 27-4426495	)	
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In re:	)	Chapter 11
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NRG WHOLESale GENERATION LP,	)	Case No. 17-33739
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Debtor.	)	
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Tax I.D. No. 20-1253947	)	
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In re:	)	Chapter 11
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NRG WILLOW PASS LLC,	)	Case No. 17-33740
	)	
Debtor.	)	
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Tax I.D. No. 26-2791987	)	
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In re:	)	Chapter 11
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ORION POWER NEW YORK GP, INC.,	)	Case No. 17-33741
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Debtor.	)	
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Tax I.D. No. 52-2124975	)	
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In re:	)	Chapter 11
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ORION POWER NEW YORK LP, LLC,	)	Case No. 17-33742
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Debtor.	)	
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Tax I.D. No. 52-2124976	)	
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In re:	)	Chapter 11
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ORION POWER NEW YORK, L.P.,	)	Case No. 17-33743
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Debtor.	)	
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Tax I.D. No. 52-2179521	)	
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In re:	)	Chapter 11
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RRI ENERGY BROADBAND, INC.,	)	Case No. 17-33744
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Debtor.	)	
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Tax I.D. No. 76-0655569	)	
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In re:	)	Chapter 11
	)	
RRI ENERGY CHANNELVIEW	)	Case No. 17-33745
(DELAWARE) LLC,	)	
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Debtor.	)	
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Tax I.D. No. 52-2189717	)	
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In re:	)	Chapter 11
	)	
RRI ENERGY CHANNELVIEW (TEXAS)	)	Case No. 17-33746
LLC,	)	
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Debtor.	)	
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Tax I.D. No. 76-0615622	)	
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In re:	)	Chapter 11
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RRI ENERGY CHANNELVIEW LP,	)	Case No. 17-33747
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Debtor.	)	
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Tax I.D. No. 76-0615623	)	
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In re:	)	Chapter 11
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RRI ENERGY COMMUNICATIONS, INC.,	)	Case No. 17-33693
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Debtor.	)	
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Tax I.D. No. 76-0616444	)	
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In re:	)	Chapter 11
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RRI ENERGY SERVICES CHANNELVIEW	)	Case No. 17-33748
LLC	)	
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Debtor.	)	
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Tax I.D. No. 76-0615620	)	
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In re:	)	Chapter 11
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RRI ENERGY SERVICES DESERT BASIN,	)	Case No. 17-33749
LLC,	)	
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Debtor.	)	
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Tax I.D. No. 76-0625991	)	
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In re:	)	Chapter 11
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RRI ENERGY SERVICES, LLC,	)	Case No. 17-33750
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Debtor.	)	
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Tax I.D. No. 72-1183055	)	
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In re:	)	Chapter 11
	)	
RRI ENERGY SOLUTIONS EAST, LLC,	)	Case No. 17-33751
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Debtor.	)	
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Tax I.D. No. 46-0471978	)	
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In re:	)	
	)	Chapter 11
RRI ENERGY TRADING EXCHANGE, INC.,	)	
	)	Case No. 17-33752
Debtor.	)	
	)	
Tax I.D. No. 76-0642320	)	

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In re:	)	
	)	Chapter 11
RRI ENERGY VENTURES, INC.,	)	
	)	Case No. 17-33753
Debtor.	)	
	)	
Tax I.D. No. 76-0387091	)	

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**DEBTORS' EMERGENCY MOTION FOR ENTRY OF  
AN ORDER (I) DIRECTING JOINT ADMINISTRATION OF  
RELATED CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

THIS MOTION SEEKS ENTRY OF AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

EMERGENCY RELIEF HAS BEEN REQUESTED. IF THE COURT CONSIDERS THE MOTION ON AN EMERGENCY BASIS, THEN YOU WILL HAVE LESS THAN 21 DAYS TO ANSWER. IF YOU OBJECT TO THE REQUESTED RELIEF OR IF YOU BELIEVE THAT THE EMERGENCY CONSIDERATION IS NOT WARRANTED, YOU SHOULD FILE AN IMMEDIATE RESPONSE. A HEARING WILL BE HELD ON THIS MATTER FOR JUNE 15, 2017, AT 1:30 P.M. (CT) BEFORE THE HONORABLE MARVIN J. ISGUR, 515 RUSK STREET, COURTROOM 404, HOUSTON, TEXAS 77002.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) respectfully state as follows in support of this motion (this “Motion”).

**Relief Requested**

1. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A**, (a) directing procedural consolidation and joint administration of their related chapter 11 cases and (b) granting related relief. The Debtors request that the court maintain one file and one docket for all of the jointly-administered cases under the case of GenOn Energy, Inc., and that the court administer these chapter 11 cases under a consolidated caption, as follows:

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	
	)	Chapter 11
	)	
GENON ENERGY, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 17-33695 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, are: GenOn Energy, Inc. (5566); GenOn Americas Generation, LLC (0520); GenOn Americas Procurement, Inc. (8980); GenOn Asset Management, LLC (1966); GenOn Capital Inc. (0053); GenOn Energy Holdings, Inc. (8156); GenOn Energy Management, LLC (1163); GenOn Energy Services, LLC (8220); GenOn Fund 2001 LLC (0936); GenOn Mid-Atlantic Development, LLC (9458); GenOn Power Operating Services MidWest, Inc. (3718); GenOn Special Procurement, Inc. (8316); Hudson Valley Gas Corporation (3279); Mirant Asia-Pacific Ventures, LLC (1770); Mirant Intellectual Asset Management and Marketing, LLC (3248); Mirant International Investments, Inc. (1577); Mirant New York Services, LLC (N/A); Mirant Power Purchase, LLC (8747); Mirant Wrightsville Investments, Inc. (5073); Mirant Wrightsville Management, Inc. (5102); MNA Finance Corp. (8481); NRG Americas, Inc. (2323); NRG Bowline LLC (9347); NRG California North LLC (9965); NRG California South GP LLC (6730); NRG California South LP (7014); NRG Canal LLC (5569); NRG Delta LLC (1669); NRG Florida GP, LLC (6639); NRG Florida LP (1711); NRG Lovett Development I LLC (6327); NRG Lovett LLC (9345); NRG New York LLC (0144); NRG North America LLC (4609); NRG Northeast Generation, Inc. (9817); NRG Northeast Holdings, Inc. (9148); NRG Potrero LLC (1671); NRG Power Generation Assets LLC (6390); NRG Power Generation LLC (6207); NRG Power Midwest GP LLC (6833); NRG Power Midwest LP (1498); NRG Sabine (Delaware), Inc. (7701); NRG Sabine (Texas), Inc. (5452); NRG San Gabriel Power Generation LLC (0370); NRG Tank Farm LLC (5302); NRG Wholesale Generation GP LLC (6495); NRG Wholesale Generation LP (3947); NRG Willow Pass LLC (1987); Orion Power New York GP, Inc. (4975); Orion Power New York LP, LLC (4976); Orion Power New York, L.P. (9521); RRI Energy Broadband, Inc. (5569); RRI Energy Channelview (Delaware) LLC (9717); RRI

Energy Channelview (Texas) LLC (5622); RRI Energy Channelview LP (5623); RRI Energy Communications, Inc. (6444); RRI Energy Services Channelview LLC (5620); RRI Energy Services Desert Basin, LLC (5991); RRI Energy Services, LLC (3055); RRI Energy Solutions East, LLC (1978); RRI Energy Trading Exchange, Inc. (2320); and RRI Energy Ventures, Inc. (7091). The Debtors' service address is: 804 Carnegie Center, Princeton, New Jersey 08540.

2. The Debtors further request that the court order that the foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code. The Debtors also request that a docket entry, substantially similar to the following, be entered on the docket of each of the Debtors other than GenOn Energy, Inc. to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of Texas directing joint administration of the chapter 11 cases of: GenOn Energy, Inc., Case No. 17-33695; GenOn Americas Generation, LLC, Case No. 17-33696; GenOn Americas Procurement, Inc., Case No. 17-33694; GenOn Asset Management, LLC, Case No. 17-33697; GenOn Capital Inc. Case No. 17-33698; GenOn Energy Holdings, Inc., Case No. 17-33699; GenOn Energy Management, LLC, Case No. 17-33700; GenOn Energy Services, LLC, Case No. 17-33701; GenOn Fund 2001 LLC, Case No. 17-33702; GenOn Mid-Atlantic Development, LLC, Case No. 17-33703; GenOn Power Operating Services MidWest, Inc., Case No. 17-33704; GenOn Special Procurement, Inc., Case No. 17-33705; Hudson Valley Gas Corporation, Case No. 17-33706; Mirant Asia-Pacific Ventures, LLC, Case No. 17-33707; Mirant Intellectual Asset Management and Marketing, LLC, Case No. 17-33708; Mirant International Investments, Inc., Case No. 17-33709; Mirant New York Services, LLC, Case No. 17-33710; Mirant Power Purchase, LLC, Case No. 17-33711; Mirant Wrightsville Investments, Inc., Case No. 17-33712; Mirant Wrightsville Management, Inc., Case No. 17-33713; MNA Finance Corp., Case No. 17-33714; NRG Americas, Inc., Case No. 17-33715; NRG Bowline LLC, Case No. 17-33716; NRG California North LLC, Case No. 17-33717; NRG California South GP LLC, Case No. 17-33718; NRG California South LP, Case No. 17-33719; NRG Canal LLC, Case No. 17-33720; NRG Delta LLC, Case No. 17-33721; NRG Florida GP, LLC, Case No. 17-33722; NRG Florida LP, Case No. 17-33723; NRG Lovett Development I LLC, Case No. 17-33724; NRG Lovett LLC, Case No. 17-33725; NRG New York LLC, Case No. 17-33726; NRG North America LLC, Case No. 17-33727; NRG Northeast Generation, Inc., Case No. 17-33728; NRG Northeast Holdings, Inc., Case No. 17-33759; NRG Potrero LLC, Case No. 17-33729; NRG Power Generation Assets LLC, Case No. 17-33730; NRG Power Generation LLC, Case No. 17-33731; NRG Power Midwest GP LLC, Case No. 17-33732; NRG Power Midwest LP, Case No. 17-33733; NRG Sabine (Delaware), Inc., Case No. 17-33734; NRG Sabine (Texas), Inc., Case No. 17-33735; NRG San Gabriel Power Generation LLC, Case No. 17-33736; NRG Tank Farm LLC, Case No. 17-33737; NRG Wholesale Generation GP LLC, Case No. 17-33738; NRG Wholesale Generation LP, Case No. 17-33739; NRG Willow Pass LLC, Case No. 17-33740; Orion Power New York GP, Inc., Case No. 17-33741; Orion Power New York LP, LLC, Case No. 17-33742; Orion Power New York, L.P., Case No. 17-33743; RRI Energy Broadband, Inc., Case No. 17-33744; RRI Energy Channelview (Delaware) LLC, Case No. 17-33745; RRI Energy Channelview (Texas) LLC, Case No. 17-33746; RRI Energy Channelview LP, Case No. 17-33747; RRI Energy Communications, Inc., Case No. 17-33693; RRI Energy Services Channelview LLC, Case No. 17-33748; RRI Energy Services Desert Basin, LLC, Case No. 17-33749; RRI Energy Services, LLC, Case No. 17-33750; RRI Energy Solutions East, LLC, Case No. 17-33751; RRI Energy Trading Exchange, Inc., Case No. 17-33752; RRI Energy Ventures,

Inc., Case No. 17-33753. All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 17-33695 (DRJ).

### **Jurisdiction, Venue, and Procedural Background**

3. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of Texas*, dated May 24, 2012 (the “Amended Standing Order”). The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief requested herein are sections 105(a) of title 11 of the United States Code (the “Bankruptcy Code”), rules 1015(b) and 6003 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 1015-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”).

5. On the date hereof (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. A detailed description surrounding the facts and circumstances of these chapter 11 cases is set forth in the *Declaration of Mark A. McFarland in Support of Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”), filed contemporaneously with this Motion.

### **Basis For Relief**

6. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may



order a joint administration of the estates.” The Debtor entities that commenced chapter 11 cases are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein. Bankruptcy Local Rule 1015-1 further provides for the joint administration of related chapter 11 cases.

7. Joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. The entry of an order directing joint administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the Office of the United States Trustee for the Southern District of Texas and all parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

8. Moreover, joint administration will not adversely affect the Debtors’ respective constituencies because this Motion seeks only administrative, not substantive, consolidation of the Debtors’ estates. Parties in interest will not be harmed by the relief requested, but instead will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. Accordingly, the Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

#### **Emergency Consideration**

9. In accordance with Bankruptcy Local Rule 9013-1(i), the Debtors respectfully request emergency consideration of this Motion pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first 21 days after the commencement of a chapter 11 case “to the extent that relief is necessary to avoid immediate and irreparable harm.” As set forth in this Motion, the Debtors believe an immediate and orderly transition into chapter 11 is critical

to the viability of their operations and that any delay in granting the relief requested could hinder the Debtors' operations and cause irreparable harm. Furthermore, the failure to receive the requested relief during the first 21 days of these chapter 11 cases would severely disrupt the Debtors' operations at this critical juncture. Accordingly, the Debtors submit that they have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003 and, therefore, respectfully request that the Court approve the relief requested in this Motion on an emergency basis.

### **Notice**

10. The Debtors will provide notice of this Motion to: (a) the Office of the U.S. Trustee for the Southern District of Texas; (b) the holders of the 50 largest unsecured claims against the Debtors (on a consolidated basis); (c) Wilmington Trust Company, as indenture trustee for the GenOn Energy, Inc. 7.875% Senior Notes due 2017, 9.50% Senior Notes due 2018, and 9.875% Senior Notes due 2020, (collectively, the "GenOn Notes"), and counsel thereto; (d) Wilmington Savings Fund Society, FSB, as successor indenture trustee for the GenOn Americas Generation, LLC 8.50% Senior Notes due 2021 and 9.125% Senior Notes due 2031, (collectively, the "GAG Notes"), and counsel thereto; (e) NRG Energy, Inc., as administrative agent under the Debtors' secured prepetition revolving facility due 2018 (the "Revolver"), and counsel thereto; (f) U.S. Bank National Association, as collateral trustee under the Revolver; (g) Ropes & Gray LLP, as counsel to an ad hoc committee of GenOn Note and GAG Notes; (h) Quinn Emanuel Urquhart & Sullivan, LLP, as counsel to an ad hoc steering committee of GAG Notes; (i) the United States Attorney's Office for the Southern District of Texas; (j) the Internal Revenue Service; (k) the United States Securities and Exchange Commission; (l) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (m) the state attorneys general for states in

which the Debtors conduct business; and (n) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice is required.

**No Prior Request**

11. No prior request for the relief sought in this Motion has been made to this or any other court.

*[Remainder of page intentionally left blank.]*

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other relief as is just and proper.

Dated: June 14, 2017  
Houston, Texas

/s/ Zack A. Clement

Zack A. Clement (Texas Bar No. 04361550)

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*Proposed Co-Counsel to the Debtors and Debtors in Possession*

**Certificate of Service**

I certify that on June 14, 2017, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Zack A. Clement

One of Counsel